

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NEW YORK-----x  
In re:

Chapter 11

90 West Street LLC,

Case No. 18-40515-NHL

Debtor.  
-----x**REVISED NOTICE OF  
AUCTION AND SALE**

**PLEASE TAKE NOTICE** that on May 4, 2018, 90 West Street LLC (“Debtor”), the debtor in the above captioned bankruptcy case, filed its Motion for Orders (i) approving bid procedures and providing certain protections to a stalking horse (the “Stalking Horse”); and (ii) authorizing the (a) sale of substantially all of its assets, free and clear of all liens, claims and encumbrances, and (b) the assumption and assignment of certain executory contracts and leases (the “Sale Motion”) with the United States Bankruptcy Court for the Eastern District of New York (the “Bankruptcy Court”). The Debtor is currently soliciting bids from other parties interested in its real property. All parties that may be interested in submitting a bid for substantially all of the Assets<sup>1</sup> or taking part in the Auction must read carefully both the Bid Procedures and the order approving the Bid Procedures (the “Bid Procedures Order”).

**PLEASE TAKE FURTHER NOTICE** that on June 18, 2018, following a hearing held on May 31, 2018, the Bankruptcy Court entered the Bid Procedures Order, which have since been subsequently modified on consent between the Debtor and Oxford Finance LLC. Pursuant to the Bid Procedures Order, only those parties that submit Qualified Bids may participate in the Auction; if you are interested in determining how to submit such a Qualified Bid, you must comply with the terms of the Bid Procedures. Any party in interest wishing to receive a proposed form of asset purchase agreement already negotiated with the Stalking Horse (the “APA”), the Sale Motion, and the Bid Procedures Order may do so free of charge by contacting counsel for the Debtor, Kevin J. Nash, Goldberg Weprin Finkel Goldstein LLP, 1501 Broadway, 22nd Floor, New York, NY 10036, (KNash@gwfglaw.com).

**PLEASE TAKE FURTHER NOTICE** that any party that wishes to take part in this process and submit a bid for the Assets must submit their Qualified Bid prior to **August 21, 2018 at 5:00 p.m. (prevailing Eastern Time)**. (the “Bid Deadline”) to: (1) counsel for the Debtor, Kevin J. Nash, Goldberg Weprin Finkel Goldstein LLP, 1501 Broadway, 22nd Floor, New York, NY 10036, (KNash@gwfglaw.com); (2) counsel for Oxford Finance LLC, John Robert Weiss, Duane Morris LLP, 190 South LaSalle Street, Suite 3700, Chicago, IL 60603 (jrweiss@duanemorris.com); and (3) counsel for the Receiver, John T. Morrier, Casner & Edwards, LLP, 303 Congress Street, Boston, MA 02210 (morrier@casneredwards.com), (collectively, the “Notice Parties”). The Debtor and Oxford shall determine whether a bidder is a Qualified Bidder.

**PLEASE TAKE FURTHER NOTICE** that if more than one Qualified Bid for any of the Assets is received by the Bid Deadline, an auction (the “Auction”) with respect to a

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<sup>1</sup> All capitalized terms shall have the same meaning ascribed to them in the Bid Procedures.

contemplated transaction shall take place on **August 28, 2018, at 9:00 a.m.** (prevailing Eastern Time) at the offices of Duane Morris LLP, 1540 Broadway, New York, NY 10036. If, however, if no Qualified Bid is received by the Debtor (other than the Stalking Horse Bid) for the Assets by the Bid Deadline, then the Auction will not be held, the Stalking Horse will be deemed the Successful Bidder and the APA will be the Successful Bid, and, at the Sale Hearing, the Debtor will seek approval of and authority to consummate the transaction contemplated by such APA.

Only a Qualified Bidder who has submitted a Qualified Bid will be eligible to participate at the Auction. Only the Debtor, Qualified Bidders, Oxford, and their respective legal or financial professionals are eligible to attend the Auction. At the Auction, Qualified Bidders will be permitted to increase their bids. The bidding at the Auction shall start on the terms set forth in the Stalking Horse Bid as disclosed to all Qualified Bidders prior to commencement of the Auction. The next highest bid must exceed the Stalking Horse Bid by at least the Bid Protections, and will continue in increments of at least \$100,000 in cash or cash equivalents. The Successful Bid shall be determined by the Debtor and Oxford, or as determined by the Bankruptcy Court in the event of a dispute. The Debtor will sell the Assets to the Successful Bidder. If a Successful Bidder fails to consummate an approved Sale because of a breach or a failure to perform on the part of such Successful Bidder, the next highest or otherwise best Qualified Bid wishing to participate, as approved at the Sale Hearing, shall be deemed to be the Successful Bid and the Debtor shall be authorized to effect such Sale without further order of the Bankruptcy Court.

The Debtor will present the Successful Bid to the Bankruptcy Court for approval at a Sale Hearing to be held before the Hon. Nancy Hershey Lord at the United States Bankruptcy Court for the Eastern District of New York, 271-C Cadman Plaza East, Courtroom 3577, Brooklyn, New York 11201 on **September 13, 2018 at 2:30 p.m.** (the "Sale Hearing").

**PLEASE TAKE FURTHER NOTICE** that any responses or objections to the Motion must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court electronically by registered users of the Bankruptcy Court's case filing system, with a copy delivered to the Hon. Nancy Hershey Lord, and shall be served upon: (a) the Office of the United States Trustee for the Eastern District of New York, Brooklyn Division, 201 U.S. Federal Office Building, Varick Street, Suite 1006, New York, NY 10014; (b) the Notice Parties; and (c) all those persons and entities that have formally requested notice by filing a written request for notice, pursuant to Bankruptcy Rule 2002 and the Local Bankruptcy Rules, so as to be actually received no later than **September 6, 2018 at 4:00 p.m.** (prevailing Eastern Time). Only those responses that are timely filed, served and received will be considered at the Hearing. Failure to file a timely objection may result in entry of orders granting the Motion as requested by the Debtor.

Dated: August 15, 2018

Goldberg Weprin Finkel Goldstein LLP  
*Counsel for 90 West Street LLC*  
 1501 Broadway, 22 Floor  
 New York, NY 10036  
 (212) 221-5700

By: /s/ Kevin J. Nash